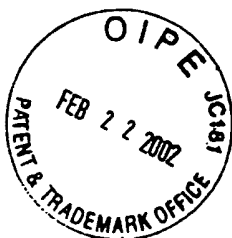


#3

IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

Declaration and Power of Attorney

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As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled "A BALANCING CIRCUIT, METHOD OF OPERATION THEREOF AND A CHARGE PUMP EMPLOYING THE SAME," the specification of which was disclosed in an application for United States Letters Patent, Application No. 09/993,588, filed on November 16, 2001.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment, if any, specifically referred to in this oath or declaration.

I acknowledge the duty to disclose to all information known to me which is material to the patentability as defined in Title 37, Code of Federal Regulations, § 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

NUMBER	COUNTRY	DATE FILED	PRIORITY CLAIMED
	None		

I hereby claim the benefit under Title 35, United States Code, § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, § 112, I acknowledge the duty to disclose all information known to me to be material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application.

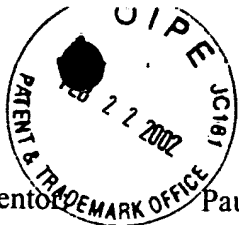
<u>US/PCT Serial Num</u>	<u>Date Filed</u>	<u>Status</u>
None		

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

I hereby appoint the following attorney(s) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith:

Lester H. Birnbaum	(Reg. No. 25,830)
Richard J. Botos	(Reg. No. 32,016)
Gerard A. deBlasi	(Reg. No. 34,149)
Anthony Grillo	(Reg. No. 36,535)
Mark A. Kurisko	(Reg. No. 38,944)
Robert P. Marley	(Reg. No. 32,914)
Scott W. McLellan	(Reg. No. 30,776)
Geraldine Monteleone	(Reg. No. 40,097)
Scott J. Rittman	(Reg. No. 39,010)
Ferdinand M. Romano	(Reg. No. 32,752)
David L. Smith	(Reg. No. 30,592)
John P. Veschi	(Reg. No. 39,058)

I hereby appoint the attorney(s) on ATTACHMENT A as associate attorney(s) in the aforementioned application, with full power solely to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected with the prosecution of said application. No other powers are granted to such associate attorney(s) and such associate attorney(s) are specifically denied any power of substitution or revocation.



Full name of first inventor Paul C. Davis

Inventor's signature: Paul C. Davis Date: Jan. 18, 2002

Residence: City of Reading
County of Berks
State of Pennsylvania

Citizenship: United States of America

Post Office Address: 3601 River Road
Reading, Pennsylvania 19605

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Full name of second inventor. Irving G. Post

Inventor's signature:

Date: 1/22/02

Residence:

City of Reading
County of Berks
State of Pennsylvania

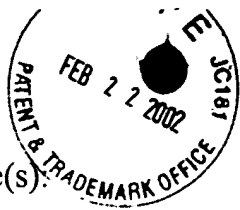
Citizenship:

United States of America

Post Office Address:

112 Harvey Avenue
Reading, Pennsylvania 19606

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ATTACHMENT A

Attorney Name(s):

David H. Hitt	Registration No. 33,182
Charles W. Gaines	Registration No. 36,804
Glenn W. Boisbrun	Registration No. 39,615
Mark E. Kelley	Registration No. 45,857
James H. Ortega	Registration No. P50,554
Greg H. Parker	Registration No. 44,995
Jimmy L. Heisz	Registration No. 38,914
J. Joel Justiss	Registration No. 48,981
Ron J. Corbett	Registration No. 47,500

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Telephone calls should be made to Glenn W. Boisbrun of HITT GAINES & BOISBRUN, P.C. at:

Phone No.: (972) 480-8800
Fax No.: (972) 480-8865

All written communications are to be addressed to:

Glenn W. Boisbrun
HITT GAINES & BOISBRUN, P.C.
P.O. Box 832570
Richardson, Texas 75083

Atty. Docket No.: P.C. DAVIS 24-3

ASSIGNMENT

For value received, we, Paul C. Davis, of Reading in the County of Berks and the State of Pennsylvania, and Irving G. Post, of Reading in the County of Berks and the State of Pennsylvania, hereby sell, assign and transfer to Agere Systems Guardian Corporation, a corporation of the State of Delaware, having an office at 9333 S. John Young Parkway; Room 301E1211, Orlando, Florida 32819, U.S.A., and its successors, assigns and legal representatives, the entire right, title and interest, for the United States of America, in and to certain inventions related to "A BALANCING CIRCUIT, METHOD OF OPERATION THEREOF AND A CHARGE PUMP EMPLOYING THE SAME" described in an application for Letters Patent of the United States, Application No. 09/993,588, executed by us and filed on 11/16/2001, and all the rights and privileges in said application and under any and all Letters Patent that may be granted in the United States for said inventions; and we also concurrently hereby sell, assign and transfer to Agere Systems Guardian Corporation the entire right, title and interest in and to said inventions for all countries foreign to the United States, including all rights of priority arising from the application aforesaid, and all the rights and privileges under any and all forms of protection, including Letters Patent, that may be granted in said countries foreign to the United States for said inventions.

We authorize Agere Systems Guardian Corporation to make application for such protection in its own name and maintain such protection in any and all countries foreign to the United States, and to invoke and claim for any application for patent or other form of protection for said inventions, without further authorization from us, any and all benefits, including the right of priority provided by any and all treaties, conventions or agreements.

We hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any document which may be required in any country in proof of the right of Agere Systems Guardian Corporation to apply for patent or other form of protection for said inventions and to claim the aforesaid benefit of the right of priority.

We request that any and all patents for said inventions be issued to Agere Systems Guardian Corporation in the United States and in all countries foreign to the United States, or to such nominees as Agere Systems Guardian Corporation may designate.

We agree that, when requested, we shall, without charge to Agere Systems Guardian Corporation but at its expense, sign all papers, and do all acts which may be necessary, desirable or convenient in connection with said applications, patents, or other forms of protection.

Paul C Davis
Paul C. Davis

STATE OF Pennsylvania
COUNTY OF Berks

§
§
§

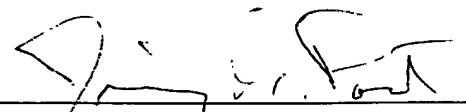
On this 18th day of January, 2002, before me personally came Paul C. Davis, to me known to be the individual described herein and who executed the foregoing instrument, and acknowledged execution of the same.

Vivian M. Parzanese
Notary Public

My Commission Expires:

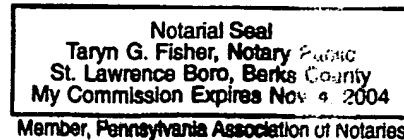
July 30, 2005

Notarial Seal
Vivian M. Parzanese, Notary Public
City of Reading, Berks County
My Commission Expires July 30, 2005
Member, Pennsylvania Association of Notaries

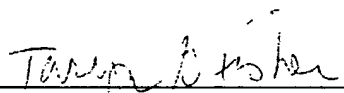

Irving G. Post

STATE OF Pa
COUNTY OF Berks

§
§
§



On this 22nd day of January, 2002, before me personally came Irving G. Post, to me known to be the individual described herein and who executed the foregoing instrument, and acknowledged execution of the same.


Notary Public

My Commission Expires:

Agere Systems Guardian Corporation
9333 S. John Young Parkway; Room 301E1211
Orlando, Florida 32819